

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HMH Supplemental Publishers, Inc.		12/27/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Houghton Mifflin Harcourt Publishing Company		
Street Address:	222 Berkeley Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02116		
Entity Type:	CORPORATION: MASSACHUSETTS		
PROPERTY NUMBERS Total: 59			
Property Type	Number	Word Mark	
Registration Number:	2958353	ACCESS 21ST CENTURY	
Registration Number:	3016479	ACTIVATE EARLY LEARNING	
Registration Number:	2157157	BUILDING STRATEGIES	
Registration Number:	2840344	CORE SKILLS	
Registration Number:	2421542		
Registration Number:	2419335		
Registration Number:	2077060	EDL	
Registration Number:	2278206	ENGLISH ASAP	
Registration Number:	2279508	ENGLISH ASAP	
Registration Number:	3254655	GREAT STRIDES	
Registration Number:	3257646	IN STEP READERS	
Registration Number:	2027056	LEARNING 100	
Registration Number:	3325487	LITERACY BY DESIGN	

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Registration Number:	3325486	LITERACY BY DESIGN
Registration Number:	3438858	LYNX
Registration Number:	3254657	LYNX
Registration Number:	3042127	MAX THE BEAR
Registration Number:	2595786	ON DECK
Registration Number:	2878973	ON OUR WAY TO ENGLISH
Registration Number:	2886065	ON OUR WAY TO ENGLISH
Registration Number:	2155408	PAIR-IT BOOKS
Registration Number:	2423479	PAIR-IT BOOKS
Registration Number:	2612602	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2604729	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2607321	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2612374	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2722469	POWER UP! BUILDING READING STRENGTH
Registration Number:	2958351	READS READING EVALUATION AND DIAGNOSIS SYSTEM
Registration Number:	3254627	READS READING EVALUATION AND DIAGNOSTIC SYSTEM
Registration Number:	2533714	RIGBY
Registration Number:	2575274	RIGBY
Registration Number:	2685761	RIGBY BEST TEACHERS PRESS
Registration Number:	1819899	RSVP
Registration Number:	3171627	SAXON
Registration Number:	3171625	SAXON
Registration Number:	3224520	SAXON EARLY LEARNING
Registration Number:	3171487	SAXON EARLY LEARNING
Registration Number:	3183435	SAXON EARLY LEARNING
Registration Number:	2983481	SAXON PHONICS
Registration Number:	2906700	START SMART
Registration Number:	3447786	STECK-VAUGHN
Registration Number:	3359068	STECK-VAUGHN
Registration Number:	3787722	STECK-VAUGHN GATEWAYS
Registration Number:	3787721	STECK-VAUGHN GATEWAYS
Registration Number:	2299950	STECK-VAUGHN PHONICS READERS PLUS
Registration Number:	2637126	STECK-VAUGHN SPELLING LINKING WORDS TO MEANING
Registration Number:	2644358	STECK-VAUGHN SPELLING LINKING WORDS TO MEANING
Registration Number:	3256354	STEPS TO ACHIEVE

**TRADEMARK**

**REEL: 004963 FRAME: 0002**

	2777742	STRENGTH IN NUMBERS
Registration Number:	3293260	SUMMER STUDIO
Registration Number:	3305783	SUMMER STUDIO
Registration Number:	1972667	TEST BEST
Registration Number:	2838221	THINK-ALONGS
Registration Number:	2279507	TOOLS FOR PROBLEM SOLVING
Registration Number:	3258472	TOP LINE MATH
Registration Number:	3364401	VOCABULARY ADVANTAGE
Registration Number:	2143050	WHAT ABOUT
Registration Number:	2487125	WONDER WRITERS
Registration Number:	1107295	WORD CLUES

#### CORRESPONDENCE DATA

Fax Number: 2122261995

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Email: dmorales@yeellp.com

Correspondent Name: Derek Morales

Address Line 1: 161 Avenue of the Americas

Address Line 2: Suite 1201

Address Line 4: New York, NEW YORK 10013

ATTORNEY DOCKET NUMBER:	1704-HMH SUPP PUB MERGER
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NAME OF SUBMITTER:	Derek Morales
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Signature:	/DM/
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Date:	02/19/2013
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#### Total Attachments: 4

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The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Merger

FORM MUST BE TYPED

Involving Domestic Corporations,  
Foreign Corporations or Foreign Other Entities  
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
Houghton Mifflin Harcourt Publishing Company	Massachusetts	05/18/1908
HMH Supplemental Publishers, Inc.	Delaware	12/17/1985

(3) The foreign corporation or other entity ☒ is / ☐ is not\* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: Houghton Mifflin Harcourt Publishing Company

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: 10:30 p.m., prevailing Eastern Time, 12/31/2012

(7-8) For each domestic corporation that is a party to the merger:\*\*

(check appropriate box)

☒ The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

☐ The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

\* Check appropriate box

\*\* Provide this information for each domestic corporation separately

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(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: N/A

*(number, street, city or town, state, zip code)*

Signed by:



William Bayers

*(signature of authorized individual)*

- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary,

on this 27th day of December, 2012

Signed by:



Linda Zecher

*(signature of authorized individual)*

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

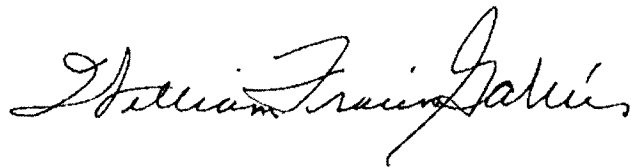
on this 27th day of December, 2012

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

December 27, 2012 01:34 PM



WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

